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FILED

AUG 16 1999

**KEVIN E. O'BRIEN CLERK
UNITED STATES
BANKRUPTCY COURT
FOR THE DISTRICT OF ARIZONA**

10 **IN THE UNITED STATES BANKRUPTCY COURT**
11 **FOR THE DISTRICT OF ARIZONA**

12 **In re:**

13 **LEEWARD HOTELS, L.P., an Arizona**
14 **limited partnership,**

15 **Debtor.**

Chapter 11 Proceedings

Case No. B-99-09612-ECF-GBN

**STIPULATED INTERIM ORDER
REGARDING CASH COLLATERAL**

16 This matter comes before the Court on the "Motion to Use Cash Collateral" ("Motion") filed by
17 the Debtor Leeward Hotels, L.P. ("Debtor"). The Debtor and LaSalle National Bank as trustee (with GMAC
18 Commercial Mortgage Corporation as special servicer) ("LaSalle/GMAC") have agreed to certain terms for the
19 use of cash collateral for a thirty-day period. Based on the parties' stipulation, the Court hereby finds, concludes
20 and orders as follows:

- 21 1. Debtor filed a voluntary petition under Chapter 11 of the Bankruptcy Code on August 2,
22 1999. Debtor operates its business as a debtor-in-possession pursuant to 11 U.S.C. § 1107 and 1108.
 - 23 2. Debtor owns and operates a hotel property known as the Best Western Lubbock Regency
24 Hotel, 6624 Interstate 27, Lubbock Texas in which LaSalle/GMAC claims a first lien position interest (referred
25 to as "Hotel").
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1 3. Without waiving any rights they may assert in the future as to whether certain funds
2 generated by the Hotel constitute cash collateral, the parties agree that the Debtor may utilize income generated
3 by the Hotel to pay for the expenses itemized for the Hotel on the budget attached to the Motion as Exhibit A,
4 and as amended by the terms of this Stipulated Order ("Budget") with the exception that the Debtor may not use
5 such income to pay for items designated as "Travel Corporate," "Meals Entertainment Corporate," or "Ownership
6 Fees."

7 4. The Debtor agrees that any items designated on the budget as "Professional Services" or
8 "Consulting" shall not include any parties related to the Debtor.

9 5. The Debtor agrees that income generated by the Hotel shall not be utilized to pay medical
10 benefits or bonuses for administrative personnel of Kilburg Management, L.L.C.

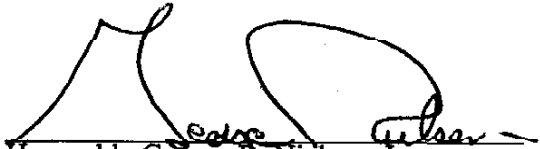
11 6. Debtor agrees to provide to LaSalle/GMAC on a weekly basis a report including all
12 expenditures for the Hotel in a form reasonably satisfactory to LaSalle/GMAC.

13 7. Debtor agrees to segregate in an interest-bearing account all income in excess of that
14 expended in accordance with the Budget and agrees further that it will not commingle the income from any of
15 the Hotel with income generated by other properties owned by the Debtor.

16 8. Without waiving any rights regarding the extent, validity and priority of LaSalle/GMAC's
17 asserted security interests in certain property of Debtor's estate, Debtor agrees to grant to LaSalle/GMAC a
18 perfected first position lien on the income generated by the Hotel which the Debtor asserts is unencumbered to
19 the extent of the use of any income from the Hotel in accordance with the Budget during the term of this
20 Stipulated Order.
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1 9. This Stipulated Order shall expire on September 10, 1999 unless otherwise extended by
2 the Court. A hearing shall be held on the 8th day of September, 1999, at 1:30 p.m. to consider the extended use
3 of cash collateral.
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6 DATED this 16th day of August, 1999.
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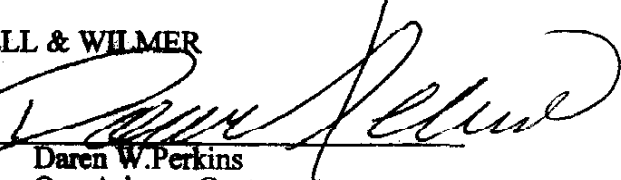
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9 
Honorable George B. Nielsen, Jr.

10 APPROVED AS TO FORM AND CONTENT:
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